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04/06/77

CERTIFICATE OF INCORPORATION
OF
Airco Delaware, Inc.

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FILED

APR 6 1977

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Michael C. Keaton
SECRETARY OF STATE

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CERTIFICATE OF INCORPORATION

OF

AIRCO DELAWARE, INC.

ARTICLE I

The name of the Corporation is Airco Delaware, Inc.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is No. 100 West 10th Street, in the City of Wilmington, County of New Castle, 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock of the par value of \$1 per share.

ARTICLE V

The name and mailing address of the incorporator
is as follows:

Wesley C. Gryk
53 Wall Street
New York, New York 10005

ARTICLE VI

The names and mailing addresses of the persons
who are to serve as the directors of the Corporation until
the first annual meeting of stockholders or until their
successors are elected and qualified are:

William V. Bidden
85 Chestnut Ridge Road
Montvale, New Jersey 07645

Charles A. Bonnes
85 Chestnut Ridge Road
Montvale, New Jersey 07645

David A. DeWahl
85 Chestnut Ridge Road
Montvale, New Jersey 07645

ARTICLE VII

The following provisions are inserted for the regu-
lation of the business and for the conduct of the affairs of
the Corporation:

1. The Board of Directors is expressly authorized and empowered, without the assent or vote of the stockholders, to make, alter, amend and repeal the By-Laws of the Corporation, in any manner not inconsistent with the laws of the State of Delaware or this Certificate of Incorporation.

2. The Corporation shall have the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 5th day of April, 1977.


Wesley C. Gryk